

## **Exhibit N**

BY-LAWS OF PATHFINDER INTERNATIONAL

ARTICLE I  
NAME AND ORGANIZATION

Section 1. Name. The name of this corporation (the "corporation") is PATHFINDER INTERNATIONAL, as set forth in its Articles of Incorporation, as amended.

Section 2. Organization. Pathfinder International shall be organized as a tax-exempt, nonprofit District of Columbia corporation.

ARTICLE II  
OFFICES

The principal office of the corporation shall be in the Commonwealth of Massachusetts.

The corporation shall have and maintain a registered office in the District of Columbia.

In addition, the corporation may have offices at such places both within and without the United States as may from time to time be determined by the Board of Directors.

ARTICLE III  
SEAL

The seal of the corporation shall consist of a flat-faced circular die with the name of the corporation, the year of incorporation, and the words "District of Columbia" cut or engraved thereon.

ARTICLE IV  
PURPOSE

The corporation's purpose is to ensure that women and couples have the fundamental human right to manage their fertility, and to select the circumstances and optimize the conditions within which they choose to have or not to have children so that the health of both women and children is protected; and to support the principle that the widespread availability and optimal quality of voluntary family planning services will increase the well-being of the individuals served and benefit the regions of the world in which they live.

ARTICLE V  
MEMBERS

The governance of the corporation is the responsibility of its Board of Directors. The Board of Directors serve as the only voting members of the corporation. The Board of Directors may create such classes of non-voting membership as it may consider appropriate.

ARTICLE VI  
BOARD OF DIRECTORS

Section 1. Powers. The management of the corporation and its programs shall be vested in the elected officers and Directors as herein provided. This includes, but shall not be limited to:

- . formation and development of policy;
- . initiation, development, and evaluation of programs to accomplish the purposes of the corporation;
- . the raising and managing of necessary funds to support these programs;
- . final responsibility and jurisdiction over the actions of any officer, committee, or employee of the corporation;
- . creation of categories of non-voting members;
- . approval of selection of an independent auditor to conduct an annual audit of the corporation's accounts;
- . review and approval of an annual audit;
- . the making of contracts, borrowing of money, and securing of any corporate obligations;
- . the final responsibility for insuring the corporation does not engage in any activity which jeopardizes the corporation's federal tax-status;
- . the requirement of periodic reports from and action on the recommendations of the various committees;
- . employment of a President who shall serve under the direction of the Board of Directors, be responsible to the Board of Directors, and act as the chief executive officer of the corporation;
- . evaluation of the President on a regular basis, no less than annually.

Section 2. Number. There shall not be fewer than sixteen (16) nor more than thirty (30) elected Directors, as determined by the Board of Directors at its annual meeting.

Section 3. Election and Terms. Elected Directors shall serve up to three (3) years, with terms arranged so that in each year the terms of approximately one-third (1/3) of the elected Directors expire. A Director may serve up to three (3) successive three- (3-) year terms, in the event that he or she is renominated by the Nominating Committee at the end of a term. While rotation shall apply to all Directors, including officers, exceptions shall be made, for example, when officer terms would otherwise not be coincident to Director terms. Directors shall be members of the corporation. No employee of the corporation may serve as a member of the Board of Directors. Directors shall be elected at the annual meeting or other regular meeting from a slate or recommendation presented by the Nominating Committee.